

**CONSTITUTION AND BYLAWS THE JEWISH HISTORICAL SOCIETY OF GREATER
NEW HAVEN, INC.**

PREAMBLE

There has been a continuous defined and identified Jewish presence in the City of New Haven from the mid 1700's to the present time. Proud of this heritage and believing that it is our duty and obligation to preserve that heritage for ourselves and for our posterity, we hereby declare this to be the mission and purpose of The Jewish Historical Society of Greater New Haven. Inc.: (1) to collect, organize, describe, preserve and make available to the Jewish community of Greater New Haven and to the general public all written, digital, printed, photographed, recorded material, and artifacts documenting and recording the history of the Jewish community of Greater New Haven; (2) to provide adequate facilities for the collection, retention, preservation, studying and classifying of all artifacts, and all written, printed and photographed and recorded material relating to the history of the Jewish community of Greater New Haven; (3) to serve as a research and educational facility for the study of the history of the Jewish community of Greater New Haven; (4) to prepare and publish papers and other materials concerning the history of the Jewish community of Greater New Haven; (5) to provide information services to assist all organizations and individuals in projects relating to their history and that of the history of Greater New Haven; (6) to promote knowledge and understanding of the history and contributions of the Jewish community of Greater

New Haven; and (7) to sponsor programs and trips as they relate to the Jewish experience of members and friends of The Jewish Historical Society of Greater New Haven, Inc. This Society shall be committed to the preservation of Jewish identity, cultural heritage and up to the present time, for the purpose of increasing understanding of the Jewish role in the Greater New Haven community and improving the environment of the Jewish and general community. Accordingly, the members of this Society do hereby declare these to be the Constitution and Bylaws of The Jewish Historical Society of Greater New Haven. Inc. of increasing understanding of the Jewish role in the Greater New Haven community and improving the environment of the Jewish and general community.

ARTICLE I - MEMBERSHIP AND DUES

Section 1. This organization shall be a non-profit corporation as defined by the statutes and laws of the State of Connecticut. Any person without limitation who applies for membership and tenders the necessary dues shall thereby become a member.

Section 2. The board of directors shall establish policies of the Society, including but not limited to dues, membership, and fund raising.

Section 3. The fiscal and membership year of the Society shall begin on July first and end on June thirtieth of the following year.

Section 4. Annual dues for each class of membership (except life members) shall be payable in advance by July first of each year. Members in arrears for more than one fiscal year shall no longer be members

Section 5. Life membership for a single member or married couple shall be payable only once to the Society, in an amount determined by the board of directors from time to time.

ARTICLE II DUTIES OF THE OFFICERS, DIRECTORS AND STAFF

Section 1. The officers of the Society shall consist of a president, vice-president, secretary, assistant secretary, treasurer and assistant treasurer.

Section 2. The president shall be the Society's executive officer and shall exercise general supervision and control over all the business and affairs of the Society. The president shall have the following specific powers and duties:

- a) Preside at all meetings of the membership and board of directors at which he or she is present.
- b) Maintain general active management of the business of the Society, including the archives.
- c) See that all orders and resolutions of the board of directors are carried out.
- d) Appoint members and chairpersons of all standing and ad hoc committees and is a member of all committees ex officio.
- e) Fill any vacancies among the officers and directors subject to the approval by the affirmative vote of a majority of the Board of directors.
- f) Assign specific duties and responsibilities to the vice-president.

Section 3. The vice-president shall exercise the powers and perform the functions that are from time to time assigned by the president. The vice-president shall complete the president's term if the president resigns or dies. The vice-president with the approval of the board of directors shall have the powers and exercise the duties of the president whenever the president, by reason of illness, disability, or prolonged absence, is unable to act.

Section 4. The secretary of the society shall be the custodian of and maintain the Society's minute books and shall be the recorder of the Society's formal actions and transactions. The secretary shall have the following specific duties:

- a) Record or see to the proper recording of the minutes and transactions of all meeting of the directors and members
- b) Attend to the giving and receiving of all legal notices of the Society.
- c) Attend to such correspondence and make such reports as may be assigned to the secretary.

d) In addition to the foregoing, the secretary shall have such other powers, duties and authority as may be prescribed by the president from time to time consistent with these by-laws.

Section 5. The assistant secretary shall exercise the powers and perform the functions that are from time to time assigned to the assistant secretary by the president or the secretary. The assistant secretary shall complete the secretary's term if the secretary resigns or dies. The assistant secretary with the approval of the board of directors shall have the powers and exercise the duties of the secretary whenever the secretary, by reason of illness, disability, or prolonged absence, is unable to act.

Section 6. The treasurer shall have charge and custody of and be responsible for all funds and securities of the Society; receive and give receipts for monies due and payable to the Society and deposit all such monies in the name of the Society in such banks, trust companies or other depositories as shall be selected by the board of directors. The treasurer shall be bonded.

The treasurer shall have the following specific duties:

- a) The treasurer shall be responsible for maintaining adequate and proper financial records of the Society and shall render a report at each meeting of the Society's Board of directors.
- b) The treasurer shall further perform such other duties as may from time to time be assigned to the treasurer by the president or Board of directors.
- c) The treasurer shall be a member of the finance committee.
- d) The treasurer shall prepare an annual budget showing all expenditures, proposed expenditures and all income. Funds received for special accounts, i.e. Ladin Archive Fund, Sachs/Wexler Fund, etc., should be kept as separate ledger entries.

Section 7. The assistant treasurer shall perform such duties as from time to time may be assigned by the president, treasurer or the board of directors.

- a) The assistant treasurer shall complete the treasurer's term if the treasurer resigns or dies. The assistant treasurer with the approval of the board of directors shall have the powers and exercise the duties of the treasurer whenever the treasurer, by reason of illness, disability, or prolonged absence, is unable to act.
- b) The assistant treasurer shall be a member of the finance committee. The assistant treasurer shall be bonded.

Section 8. The board of directors shall manage the affairs of the Society. The board of directors includes the officers and directors.

Section 10. The board of directors may choose to have a director of the archives. The director of archives must be competent in archival matters and is responsible to the board of directors. The director of archives shall serve a one-year term that may be renewed without limit.

Section 11. The board of directors may choose to have a curator of the archives. The curator of the archives shall aid the Society in the collection, preservation, exhibition of the Society's material, and the establishment of collection policies. The curator shall serve a one-year term that may be renewed without limit.

Section 12. The president, with the approval of the board of directors, may employ an archivist, office manager, office staff and other full-time or part-time staff. The president and board of directors should consult with the director of the archives and curator about any person hired to work in the archives or with archival material.

Section 13. - - If the board of directors does not elect a director of the archives or curator, the president shall fulfill the archives director's and/or curator's duties or designate board members or hire staff to fulfill their duties

ARTICLE III BOARD OF DIRECTORS

Section 1. Members of the board of directors shall include the directors and officers of the Society. The board of directors shall set the number of directors on the board of directors which should never be less than seven (7). Honorary directors and past presidents of the Society may attend board meetings and vote but are not counted as part of a quorum.

Section 2. Officers and directors shall hold office until the next annual meeting or until their successors shall be elected. The term of office for each officer and director shall be for one year. No officer shall serve in the same position for more than three (3) successive terms. Officers may be nominated again for the same office after a lapse of one year.

There is no limit for the number of terms of a director.

Section 3. The nominating committee of the Society shall annually present to the board of directors its list of nominees for each of the Society's officers, directors and, honorary directors. The nominating committee will also present nominees for curator and director of the archives if the board chooses to fill these positions. The committee shall present this list no later than the final board of directors meeting before the annual meeting.

The nominating committee cannot propose for office any person who is behind in her or his dues payments.

The president shall choose a chair of the nominating committee. The chair of the nominating committee and the president shall choose at least three other board members or officers to serve on the nominating committee.

Section 4. All officers and board members must maintain their dues payments for their terms of office. Officers or board members who are more than six months in arrears cannot serve on the board for the remainder of their terms.

ARTICLE IV - COMMITTEES

Section 1. The Society must have the following standing committees:

1. Archives Committee - This committee shall be responsible for administering the archives and shall oversee the care, arrangement, collection, cataloging, repair, exhibitions and proper historical interpretation of all artifacts and documentary material of the Society.

The archives committee shall consist of the president, the director of the archives, the curator of the archives and additional members appointed by the president. The president in consultation with the board of directors shall appoint a chairperson.

The archives committee shall write job descriptions for the archivist and any other staff hired to work in the archives.

The archives committee shall annually review all archives workers. The review should be based on the employees' job descriptions.

2. Finance Committee - this committee shall prepare an annual operating budget that shall be presented to the board of directors before the start of the fiscal year and must be approved by the board. The treasurer and assistant treasurer shall be members of this committee. The treasurer and president

each may appoint additional members to this committee. The president in consultation with the board of directors shall appoint a chair for this committee.

3. Personnel Committee - this committee shall write job descriptions for the office manager and all paid employees who are not primarily archives workers.

The personnel committee shall annually review all nonarchives workers. The review should be based on the employees' job descriptions.

The personnel committee shall recommend to the board of directors salaries, raises and any financial benefits for nonarchives workers.

The president shall designate a chair for this committee. The treasurer and/or assistant treasurer shall be members of this committee.

Section 2. The Society may have the following committees

1. Publications Committee - this committee shall be responsible for the periodic publication of research studies, bulletins or books relating to the mission of the Society

2. Publicity Committee - this committee shall be responsible for disseminating news of meetings, reports of meetings to members of the media, and shall periodically publish announcements to the members of the Society of upcoming meetings and programs to be presented at meetings.

3. Program Committee - this committee shall be responsible for arranging program meetings for the members of the Society, for obtaining suitable places to hold the meetings and for setting dates and times of meetings.

4. Membership Committee - this committee shall be responsible for the acquisition and retention of members of the Society.

5. Development Committee - this committee shall be responsible for fundraising to provide adequate financing for the Society's functions, projects and operations.

6. Technology Committee - this committee shall be responsible for ensuring the availability of appropriate information systems and processes including the Society's website.

Section 3. In addition, the president, with the approval of the Board of directors, may appoint special or ad hoc committees.

Section 4. The president shall have the authority to appoint the chairperson of all committees except those committees whose chairperson is specified in the by-laws.

ARTICLE V MEETINGS

Section 1. The president may call special meetings

Section 2. The annual meeting shall be held at a convenient time before the end of the fiscal year.

Section 3. The directors, president, vice-president, secretary, assistant secretary, treasurer, assistant treasurer, and honorary directors shall be elected at the annual meeting. If the board chooses to have a director of the archives or curator, they will be elected at the annual meeting.

Candidates for the aforementioned offices shall be nominated by the nominating committee in accordance with Article III section 3.

Section 4. At meetings of the board of directors a quorum will be at least one person more than 25% of all officers and directors.

Section 5. The board of directors shall meet at least six (6) times a year. Additional meeting may be called at any time by the president or by at least three (3) officers and/or directors.

Section 6. At the discretion of the president and with the concurrence of at least two (2) other officers or directors the president may ask the board to vote on a pressing matter by telephone conference or video conference. The vote shall not be valid unless at least nine (9) officers and/or directors cast a ballot.

ARTICLE VI - PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of ROBERT'S RULES OF ORDER shall govern the proceedings of the Society, board of directors and committees.

ARTICLE VII - AMENDMENTS TO THE BY-LAWS

Section 1. All members of the Society may propose an amendment to the by-laws through a petition to the board of directors. At least twenty (20) members must sign the petition. Any proposal to amend the by-laws must be presented to the board of directors at least two weeks before the next board of directors' meeting.

Section 2. Any member of the board of directors may propose an amendment to the by-laws. Any proposal to amend the by-laws must be presented to the board of directors at least two weeks before the next Board of directors' meeting.

Section 3. The by-laws shall be amended only upon the approval of a resolution of amendment by a vote of more than 50% of all members of the board of directors. For the purpose of the amendment procedure honorary directors and past presidents do not count as part of the board of directors.

ARTICLE VIII - ANNUAL REVIEW

When the board of directors believes it is necessary, it will commission an audit, review or compilation of the financial affairs of the Society. A certified public accountant authorized to practice within the State of Connecticut shall conduct the review or audit.

ARTICLE IX - INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Society shall indemnify both the current and former directors or officers of the corporation against expenses actually and reasonably incurred if the particular current or former director or officer seeking indemnification is successful on the merits or otherwise in defense of any action, suit or proceeding brought by reason of the fact that such person was a director or officer of the corporation.

ARTICLE X - ASSOCIATION WITH OTHER SOCIETIES

The Jewish Historical Society of Greater New Haven, Inc., may associate with other societies or organizations in order to enhance and further the mission of the Society.

ARTICLE XI - PAST PRESIDENTS OF THE SOCIETY

All past presidents of the Society may attend and vote at all board of directors meetings. They are not to be counted as part of a quorum

ARTICLE XII - BY-LAWS IMPLEMENTATION

These by-laws shall take effect at the beginning of the fiscal year after they are approved under the rules of the previous by-laws.

All members of the board of directors designated trustees under the previous by-laws are eligible to be directors or officers under these by-laws.

Years of service under the previous by-laws count toward the three year term limits for all officers.